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September 3, 2014

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Hon. Charles R. Breyer
U.S.D.C.-Northern District -San Francisco
CrtRm. 6, 17th Floor
450 Golden Gate Avenue
San Francisco, CA 94102

Re: *In re Hewlett-Packard Shareholder Company Derivative Litigation*
Case No.: 12-cv-06003-CRB


Dear Judge Breyer:

Pursuant to Your Honor's directions at the August 25, 2014 hearing, Lead Plaintiff Stanley Morrical and Defendants in the above-captioned derivative action respectfully file herewith the Amended and Restated Stipulation of Settlement.

The Amended Settlement: (a) removes entirely the proposed retainer agreement between HP and derivative plaintiff's counsel; (b) clarifies that the substantive terms of the settlement are binding, and can be evaluated and approved, separate and apart from any award of attorneys' fees (Sec. IX, D, at pg. 50); and (c) provides that attorneys' fees and expenses based on the benefits obtained through the settlement will be submitted to binding arbitration by former United States District Judge Vaughn Walker, subject to the review and approval of this Court (Sec IV, A, at pg. 44).

Finally, the parties intend to submit briefs addressing Your Honor's questions by tomorrow, September 4, 2014, with any responsive briefs to be filed by September 17, 2014.

Respectfully,



MARK C. MOLUMPY
Attorney for Lead Plaintiff
Stanley Morrical

cc: All Parties Via ECF